

United States Bankruptcy Court
Northern District of California

Voluntary Petition
AMENDED

Name of Debtor (if individual, enter Last, First, Middle): Alpha Factors	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): DBA Century 21 Alpha; DBA Century 21 Alpha Realtors; DBA Alpha Homes; DBA All American Finance; DBA Alpha Referral Network; DBA Calf Venture; DBA Real Estate Home Loans	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 94-2530778	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 5504 Monterey Road San Jose, CA	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 95138	ZIP Code
County of Residence or of the Principal Place of Business: Santa Clara	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP Code	ZIP Code
Location of Principal Assets of Business Debtor (if different from street address above):	

Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input checked="" type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. Estimated Number of Creditors <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/> 1-49</td> <td><input checked="" type="checkbox"/> 50-99</td> <td><input type="checkbox"/> 100-199</td> <td><input type="checkbox"/> 200-999</td> <td><input type="checkbox"/> 1,000-5,000</td> <td><input type="checkbox"/> 5,001-10,000</td> <td><input type="checkbox"/> 10,001-25,000</td> <td><input type="checkbox"/> 25,001-50,000</td> <td><input type="checkbox"/> 50,001-100,000</td> <td><input type="checkbox"/> OVER 100,000</td> </tr> </table> Estimated Assets <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input checked="" type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table> Estimated Liabilities <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input checked="" type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>	<input type="checkbox"/> 1-49	<input checked="" type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> OVER 100,000	<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input checked="" type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion	<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input checked="" type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion	THIS SPACE IS FOR COURT USE ONLY
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Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

Alpha Factors**All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet)

Location

Where Filed: **- None -**

Case Number:

Date Filed:

Location

Where Filed:

Case Number:

Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor:

Case Number:

Date Filed:

- None -

District:

Relationship:

Judge:

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

☐ Exhibit A is attached and made a part of this petition.

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).

X

Signature of Attorney for Debtor(s)

(Date)

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.

☒ No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue

(Check any applicable box)

- ☒ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- ☐ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- ☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes)

- ☐ Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

- ☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and
- ☐ Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.
- ☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

Alpha Factors**Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney*

X **/s/ Heinz Binder** _____
Signature of Attorney for Debtor(s)

Heinz Binder #87908

Printed Name of Attorney for Debtor(s)

Binder & Malter, LLP

Firm Name

2775 Park Avenue
Santa Clara, CA 95050

Address

(408) 295-1700 Fax: (408) 295-1531

Telephone Number

September 9, 2008

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X **/s/ Edward V. Zimbrick** _____
Signature of Authorized Individual

Edward V. Zimbrick

Printed Name of Authorized Individual

President

Title of Authorized Individual

September 9, 2008

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)

Address

X _____
Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

United States Bankruptcy Court
Northern District of California

In re **Alpha Factors**

Debtor(s)

Case No. **08-54475**Chapter **11**

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS - AMENDED

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
American Express 2965 W. Corp. Lake Blvd. Fort Lauderdale, FL 33331-3626	American Express 2965 W. Corp. Lake Blvd. Fort Lauderdale, FL 33331-3626	Credit card, trade debt		34,299.00
Bank of America PO Box 15102 Wilmington, DE 19886-5102	Bank of America PO Box 15102 Wilmington, DE 19886-5102	Credit line		42,073.19
Bank of America PO Box 26078 Greensboro, NC 27420	Bank of America PO Box 26078 Greensboro, NC 27420	Credit line		101,425.63
Bank of America PO Box 15102 Wilmington, DE 19886-5102	Bank of America PO Box 15102 Wilmington, DE 19886-5102	Credit line		50,333.10
CA-Pruneyard Limited Partnership c/o Equity Office 1999 South Bascom Avenue, Suite 200 Campbell, CA 95008	CA-Pruneyard Limited Partnership c/o Equity Office 1999 South Bascom Avenue, Suite 200 Campbell, CA 95008	Lease of 1901 South Bascom Avenue, Campbell, Suite 110 and 500. Subject to setoff of litigation claims, mitigation and security deposit.	Contingent Unliquidated Disputed	310,000.00
Camino Altos Plaza One Eleven Main Street, Suite 7 Los Altos, CA 94022	Camino Altos Plaza One Eleven Main Street, Suite 7 Los Altos, CA 94022	Lease at 4300 El Camino Real, Suite 101, Los Altos, CA 94022 Any claim is subject to setoff for mitigation.		56,268.93
Century 21 Real Estate LLC c/o John A. Schwimmer, Esq. Sussman Shank LLP 1000 SW Broadway, Suite 1400 Portland, OR 97205-3089	Century 21 Real Estate LLC c/o John A. Schwimmer, Esq. Sussman Shank LLP Portland, OR 97205-3089	Contingent claim for unpaid royalty fees due as of July 31, 2008. Under written agreement, claim only arises in event of failure to provide creditor	Contingent	250,000.00

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS - AMENDED

(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Chase PO Box 15298 Wilmington, DE 19850-5298	Chase PO Box 15298 Wilmington, DE 19850-5298	Trade debt		33,927.95
Colleen M. and Harry G. Galland 51427 Springlake Loop Scappoose, OR 97056	Colleen M. and Harry G. Galland 51427 Springlake Loop Scappoose, OR 97056	Unsecured business loan		150,000.00
Diane Renee Lambert & Dianna Hope Lambert c/o David R. Sylva David R. Sylva Law Offices 1960 The Alameda, Suite 204 San Jose, CA 95126	Diane Renee Lambert & Dianna Hope Lambert c/o David R. Sylva David R. Sylva Law Offices San Jose, CA 95126	Claim for attorneys fees, indemnity as Cross-Defendant in Dalton, et al vs Century 21 Alpha, Case No 1-03-CV-011268 & H029678 Amount is per pending c	Contingent Unliquidated Disputed	149,371.17
Glenn L. and Darlene S. Harbeck 569 Timmonsville Way Lady Lake, FL 32162	Glenn L. and Darlene S. Harbeck 569 Timmonsville Way Lady Lake, FL 32162	Unsecured Business Loan		560,000.00
Ikon Financial Services 1738 Bass Road Macon, GA 31210	Ikon Financial Services 1738 Bass Road Macon, GA 31210	Image Mangement Plus Agreement -Dispute due to failure of IKON to perform as agreed.	Contingent Unliquidated Disputed	28,901.85
Jerry Parker 9805 Lantz Drive Morgan Hill, CA 95037	Jerry Parker 9805 Lantz Drive Morgan Hill, CA 95037	Unsecured Business Loan		95,501.00
Landess Institute, LLC PO Box 1805 Cupertino, CA 95015	Landess Institute, LLC PO Box 1805 Cupertino, CA 95015	Lease at 3078 Landess Avenue San Jose, CA 95132 Any claim is subject to setoff for mitigation and security deposit.	Contingent Unliquidated Disputed	30,689.94
Realty Associates Fund VIII, LP 1900 McCarthy Blvd. Suite 445 Milpitas, CA 95035	Realty Associates Fund VIII, LP 1900 McCarthy Blvd. Suite 445 Milpitas, CA 95035	Lease for 1900 McCarthy, Suites 400 & 412, Milpitas, CA Any claim is subject to setoff for mitigation and security deposit.	Contingent Unliquidated Disputed	20,498.00
Rossi, Hamerslough, Reischl & Chuck 1960 The Alameda San Jose, CA 95126	Rossi, Hamerslough, Reischl & Chuck 1960 The Alameda San Jose, CA 95126	Attorneys Fees		24,892.74

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS - AMENDED
(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Vera Dalton & William Corbin c/o Susan Reischl Rossi, Hamerslough, Reischl & Chuck 1960 The Alameda San Jose, CA 95126	Vera Dalton & William Corbin c/o Susan Reischl Rossi, Hamerslough, Reischl & Chuck San Jose, CA 95126	Plaintiffs in Dalton, et al vs Century 21 Alpha, Case No 1-03-CV-011268 & H029678. Amount is award of attorneys fees and costs and is presently on ap	Contingent Unliquidated Disputed	262,905.50
WF Business Direct PO Box 348750 Sacramento, CA 95834	WF Business Direct PO Box 348750 Sacramento, CA 95834	Business Line of Credit		24,579.51
WF Business Direct PO Box 348750 Sacramento, CA 95834	WF Business Direct PO Box 348750 Sacramento, CA 95834	Credit card, trade debt		35,480.63
XO Communication 8851 Sandy Parkway Sandy, UT 84070	XO Communication 8851 Sandy Parkway Sandy, UT 84070	Internet Service Provider	Contingent Unliquidated Disputed	11,286.44

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date **September 9, 2008**Signature **/s/ Edward V. Zimbrick**

Edward V. Zimbrick
President

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

United States Bankruptcy Court
Northern District of California

In re **Alpha Factors**,
 Debtor

Case No. **08-54475**

Chapter **11**

SUMMARY OF SCHEDULES - AMENDED

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	4	1,260,379.68		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	2		55,132.61	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	9		5,509,456.74	
G - Executory Contracts and Unexpired Leases	Yes	2			
H - Codebtors	Yes	4			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		23			
Total Assets			1,260,379.68		
Total Liabilities				5,564,589.35	

United States Bankruptcy Court
Northern District of California

In re **Alpha Factors**

Debtor

Case No. **08-54475**Chapter **11**

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

- ☐ Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

State the following:

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

In re **Alpha Factors**Case No. **08-54475**

Debtor

SCHEDULE B - PERSONAL PROPERTY - AMENDED

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand				
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Washington Mutual Acct #306-209834-4	-	41,469.61
		Comerica Bank Acct. #1892957331	-	176,604.48
		Washington Mutual Acct. #306-209835-2	-	100.00
		Bank of America Savings Account Account #12620-07189	-	100.00
		Bank of America Acct. #12621-06608	-	4,408.80
3. Security deposits with public utilities, telephone companies, landlords, and others.				
4. Household goods and furnishings, including audio, video, and computer equipment.				
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.				
6. Wearing apparel.				
7. Furs and jewelry.				
8. Firearms and sports, photographic, and other hobby equipment.				
			Sub-Total >	222,682.89
			(Total of this page)	

3 continuation sheets attached to the Schedule of Personal Property

In re **Alpha Factors**Case No. **08-54475**

Debtor

SCHEDULE B - PERSONAL PROPERTY - AMENDED

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.				
10. Annuities. Itemize and name each issuer.				
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)				
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.				
13. Stock and interests in incorporated and unincorporated businesses. Itemize.				
14. Interests in partnerships or joint ventures. Itemize.				
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.				
16. Accounts receivable.		Commissions Due from Sales Pending	-	839,950.00
		Rental arrears owed by Subtenant Olson Research Group, Inc. Receivable was \$30,376, security deposit of \$17,500 was set off by Debtor leaving amount remaining due of \$12,876	-	12,876.00
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.				
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.				

Sub-Total > **852,826.00**
(Total of this page)

Sheet 1 of 3 continuation sheets attached
to the Schedule of Personal Property

In re **Alpha Factors**Case No. **08-54475**

Debtor

SCHEDULE B - PERSONAL PROPERTY - AMENDED

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.				
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.				
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.				
22. Patents, copyrights, and other intellectual property. Give particulars.				
23. Licenses, franchises, and other general intangibles. Give particulars.		Franchise Agreements as amended. Franchisor Century 21 Real Estate LLC	-	Unknown
		California Department of Real Estate Broker License	-	Unknown
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.				
25. Automobiles, trucks, trailers, and other vehicles and accessories.				
26. Boats, motors, and accessories.				
27. Aircraft and accessories.				
28. Office equipment, furnishings, and supplies.				
29. Machinery, fixtures, equipment, and supplies used in business.				

Sub-Total > **0.00**
(Total of this page)

Sheet 2 of 3 continuation sheets attached
to the Schedule of Personal Property

In re **Alpha Factors**

Case No. **08-54475**

Debtor

SCHEDULE B - PERSONAL PROPERTY - AMENDED
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
30. Inventory.		Listings on Hand (Possible income if property sales are completed \$2,752,454. Amount changes daily.)	-	Unknown
31. Animals.				
32. Crops - growing or harvested. Give particulars.				
33. Farming equipment and implements.				
34. Farm supplies, chemicals, and feed.				
35. Other personal property of any kind not already listed. Itemize.				

Sub-Total > **0.00**

(Total of this page)

Total > **1,075,508.89**

In re **Alpha Factors**Case No. **08-54475**

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS - AMENDED

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H U S B A N D W I F E J O I N T C O M M U N I T Y	H U S B A N D W I F E J O I N T C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No. xxx-xxxxxx7-000			Copier Lease					
CIT Technology Financial Services, Inc. PO Box 550599 Jacksonville, FL 32255		-	Milpitas Location					
			Value \$ 0.00				1,016.32	1,016.32
Account No. xxx-xxxxxx4-000			Copier Lease for Los Gatos Location					
CIT Technology Financial Services, Inc. PO Box 550599 Jacksonville, FL 32255		-						
			Value \$ 0.00				1,415.47	1,415.47
Account No. xxx-xxxxxx9-000			Copier leased for Los Altos location					
CIT Technology Financial Services, Inc. PO Box 550599 Jacksonville, FL 32255		-						
			Value \$ 0.00				654.58	654.58
Account No. xxx-xxxxxx2-000			Phone system lease for Los Gatos location					
CIT Technology Financial Services, Inc. PO Box 550599 Jacksonville, FL 32255		-						
			Value \$ 0.00				1,415.47	1,415.47
Subtotal (Total of this page)							4,501.84	4,501.84

1 continuation sheets attached

In re **Alpha Factors**Case No. **08-54475**

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS - AMENDED

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E D E B I T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.		-	2-23-04				11,555.46	Unknown
Dimension Funding 6 Hughes, Suite 220 Irvine, CA 92618			UCC-1					
			Agreement for purchase of telephone system folloing expiration of lease, located in Winchester location.					
			Value \$ Unknown					
Account No. xxxxxxxx0274	X	-	Disguised security agreemeent for office furniture. Debtor no longer has office furniture due to closure of McCarthy office.				2,301.72	Unknown
Exchange Bank/Dumac Leasing PO Box 760 Santa Rosa, CA 95402								
			Value \$ Unknown					
Account No. xxx-xxxxxx7-001		-	2-19-04				5,719.40	Unknown
Marlin Leasing PO Box 637 Mount Laurel, NJ 08054			Telephone system lease used at McCarthy location, now in storage					
			Value \$ Unknown					
Account No.								
			Value \$					
Account No.								
			Value \$					

Sheet **1** of **1** continuation sheets attached to
Schedule of Creditors Holding Secured ClaimsSubtotal
(Total of this page)**19,576.58****0.00**Total
(Report on Summary of Schedules)**24,078.42****4,501.84**

In re **Alpha Factors**Case No. **08-54475**

Debtor

AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. xxxx-xxxx-xxxx-0016 Advanta Bank Corp. PO Box 307115 Salt Lake City, UT 84130-0715		Credit card, trade debt				8,206.80
Account No. xxxx-xxxxxx-x1000 American Express PO Box 0001 Los Angeles, CA 90096	X	Credit line, trade debt				9,497.91
Account No. xxxx-xxxxxx-x1003 American Express 2965 W. Corp. Lake Blvd. Fort Lauderdale, FL 33331-3626	X	Credit line				3,888.45
Account No. xxxx-xxxxxx-x1003 American Express PO Box 0001 Los Angeles, CA 90096	X	Credit card				1,844.78
Subtotal (Total of this page)						23,437.94

8 continuation sheets attached

In re **Alpha Factors**Case No. **08-54475**

Debtor

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C						
Account No. xxxx-xxxxxx-x4007	X -		Credit card, trade debt				34,299.00	
American Express 2965 W. Corp. Lake Blvd. Fort Lauderdale, FL 33331-3626								
Account No. xxxxxxxxxx6389	-		Credit line				50,333.10	
Bank of America PO Box 15102 Wilmington, DE 19886-5102								
Account No. xxxx-xxxxxx-x0948	X -		Credit line				42,073.19	
Bank of America PO Box 15102 Wilmington, DE 19886-5102								
Account No. xxxxxxxxxx0699	-		Credit line				101,425.63	
Bank of America PO Box 26078 Greensboro, NC 27420								
Account No. xxxx-xxxx-xxxx-6581	X -		Credit card, trade debt				492.60	
Bank of America PO Box 15184 Wilmington, DE 19850-5184								
Sheet no. <u>1</u> of <u>8</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	228,623.52

In re **Alpha Factors**Case No. **08-54475**

Debtor

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. xxxx-xxxx-xxxx-8692			Credit card, trade debt				
Bank of America PO Box 15184 Wilmington, DE 19850-5184	X	-					3,799.92
Account No. xxxx-xxxx-xxxx-8676			Credit card, trade debt				
Bank of America PO Box 15184 Wilmington, DE 19850-5184	X	-					3,089.38
Account No. xxxxxxxxxxxx4555			Credit card, trade debt				
Bank of America PO Box 15184 Wilmington, DE 19850-5184	X	-					1,149.30
Account No. xxxx-xxxx-xxxx-6565			Credit card, trade debt				
Bank of America PO Box 15184 Wilmington, DE 19850-5184	X	-					1,942.73
Account No. xxxxxxxxxxxx9374			Credit card, trade debt				
Bank of America PO Box 15184 Wilmington, DE 19850-5184	X	-					9,377.68
Sheet no. 2 of 8 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							19,359.01

In re **Alpha Factors**Case No. **08-54475**

Debtor

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Camino Altos Plaza One Eleven Main Street, Suite 7 Los Altos, CA 94022		Lease at 4300 El Camino Real, Suite 101, Los Altos, CA 94022 Any claim is subject to setoff for mitigation.				56,268.93	
Account No. Representing: Camino Altos Plaza		Camino Altos Plaza, Inc. c/o Arnell Enterprises, Inc. Attn: Roger W. Burnell, President One Eleven Main Street, Suite 7 Los Altos, CA 94022					
Account No. xxxxx-0001, 0002, 0003, 0004 Century 21 Real Estate LLC c/o John A. Schwimmer, Esq. Sussman Shank LLP 1000 SW Broadway, Suite 1400 Portland, OR 97205-3089	X	Contingent claim for unpaid royalty fees due as of July 31, 2008. Under written agreement, claim only arises in event of failure to provide creditor with audit information by December 31, 2008.	X			250,000.00	
Account No. Representing: Century 21 Real Estate LLC		Century 21 Real Estate Corp. Attn: Lynett J. Carhart-Gladdis, Esq. Senior Vice President - Legal 1 Campus Drive Parsippany, NJ 07054					
Account No. Representing: Century 21 Real Estate LLC		Forman Holt Eliades & Ravin, LLC Attn: Daniel M. Eliades 80 Route 4 East Paramus, NJ 07652					
Sheet no. 3 of 8 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 306,268.93	

In re **Alpha Factors**Case No. **08-54475**

Debtor

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C					
Account No. xxxxxxxxxxxx0526 Chase PO Box 15298 Wilmington, DE 19850-5298		-	Credit card, trade debt				33,927.95
Account No. CIGA Attn: Nancy Shoffner P.O. Box 29066 Glendale, CA 91209-9066		-	Providing defense in Dalton, et al vs. Century 21 Alpha, Case No 1-03-CV-011268 & H029678.	X	X	X	Unknown
Account No. Representing: CIGA			CIGA Coverage Counsel Fred Hall, Esq. Black, Compean & Hall 445 S. Figueora Street, #2800 Los Angeles, CA 90071				
Account No. Diane Renee Lambert & Dianna Hope Lambert c/o David R. Silva David R. Silva Law Offices 1960 The Alameda, Suite 204 San Jose, CA 95126	X	-	Claim for attorneys fees, indemnity as Cross-Defendant in Dalton, et al vs Century 21 Alpha, Case No 1-03-CV-011268 & H029678 Amount is per pending contested motion for fees and costs. Appeal also pending.	X	X	X	149,371.17
Account No. Edward V. Zimbrick 5504 Monterey Road San Jose, CA 95138		-	Oral sublease of 3078 Landess Avenue, San Jose, CA. Original lease between Edward Zimbrick and Landess Institute LLC.				Unknown
Sheet no. 4 of 8 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page) 183,299.12

In re **Alpha Factors**Case No. **08-54475**

Debtor

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Fidelity National Title Ins. Co. 2099 Gateway Place, Suite 100 Attn: John Killen San Jose, CA 95110	-		X	X		0.00
Account No.						
First Franklin Financial Corporation Attn: Joe McKone 2150 North First Street, Suite 600 San Jose, CA 95131	-		X	X	X	0.00
Account No.						
Garlic Broadband Attn: Contract Administration P.O. Box 1246 San Martin, CA 95046	-					0.00
Account No.						
GMAC Mortgage, LLC 1901 Bascom Avenue, Suite 110 Campbell, CA 95008	-		X	X	X	0.00
Account No.						
Representing: GMAC Mortgage, LLC		GMAC Mortgage LLC 500 Enterprise Road Horsham, PA 19044				
Sheet no. <u>5</u> of <u>8</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						0.00
Subtotal (Total of this page)						0.00

In re **Alpha Factors**Case No. **08-54475**

Debtor

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			J. Marth vs. G. Lauer, Century 21 Alpha et al., Case No. 1-06-CV-075867				Unknown
Julie L. Marth c/o John B. Keating, Esq. P. O. Box 620622 Redwood City, CA 94062	X	-		X	X	X	
Account No.			Lease at 3078 Landess Avenue San Jose, CA 95132 Any claim is subject to setoff for mitigation and security deposit.				30,689.94
Landess Institute, LLC PO Box 1805 Cupertino, CA 95015	X	-		X	X	X	
Account No.			Landess Institute LLC c/o Stephen Pahl Pahl & McKay 225 Santa Clara St., Suite 1500 San Jose, CA 95113				
Representing: Landess Institute, LLC							
Account No.			11/11/1998 Notice Only				0.00
Monterey Plaza LP c/o Gerry C. Schmelter Blackmar, Principe & Schmelter 600 B Street, Suite 2250 San Diego, CA 92101		-	Lease for 5504 Monterey Road, San Jose, CA. Any claim is subject to setoff for mitigation and security deposit.	X	X		
Account No.			Kimco Realty Corp. 1621 B South Melrose Drive Vista, CA 92081				
Representing: Monterey Plaza LP							
Sheet no. <u>6</u> of <u>8</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							30,689.94

In re **Alpha Factors**Case No. **08-54475**

Debtor

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Representing: Monterey Plaza LP		Menlo Management 1010 El Camino Real, Suite 210 Menlo Park, CA 94025				
Account No. Pretzer Partnership 1905 Park Avenue, Suite 200 San Jose, CA 95126	-	Master landlord of sublease for 1700 Winchester Blvd., Suite 102, Campbell, CA. The Debtor does not believe it has any direct obligations to this landlord.	X	X	X	0.00
Account No. Prudential California Realty 3078 Landess Avenue San Jose, CA 95132	-	May, 2004 Sublease security deposit. Debtor subleased 3078 Landess Avenue, San Jose, CA to Prudential California Realty. Any claim is subject to setoff for subtenant's obligation to pay rent under sublease.	X	X	X	7,375.00
Account No. Rossi, Hamerslough, Reischl & Chuck 1960 The Alameda San Jose, CA 95126	-	Attorneys Fees				24,892.74
Account No. Steven W. Dollar Ericksen, Arbuthnot, Kilduff, Day, et al 152 North Third Street, Suite 700 San Jose, CA 95112	-	Notice Only Dalton, et al vs Century 21 Alpha Case No 1-03-CV-011268 & H029678				0.00
Sheet no. <u>7</u> of <u>8</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 32,267.74

In re **Alpha Factors**Case No. **08-54475**

Debtor

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No.							
Vera Dalton & William Corbin c/o Susan Reischl Rossi, Hamerslough, Reischl & Chuck 1960 The Alameda San Jose, CA 95126		-	Plaintiffs in Dalton, et al vs Century 21 Alpha, Case No 1-03-CV-011268 & H029678. Amount is award of attorneys fees and costs and is presently on appeal.	X	X	X	262,905.50
Account No. xxxx-xxxx-xxxx-4277			Business Line of Credit				
WF Business Direct PO Box 348750 Sacramento, CA 95834	X	-					24,579.51
Account No. xxxx-xxxx-xxxx-4880			Credit card, trade debt				
WF Business Direct PO Box 348750 Sacramento, CA 95834	X	-					35,480.63
Account No.							
Account No.							
Sheet no. <u>8</u> of <u>8</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	322,965.64
(Report on Summary of Schedules)						Total	1,146,911.84

In re **Alpha Factors**Case No. **08-54475**

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES - AMENDED

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Camino Altos Plaza One Eleven Main Street, Suite 7 Los Altos, CA 94022	Lease at 4300 El Camino Real, Los Altos, CA 94022 Expires: December 31, 2010 Possession surrendered and terminated lease July 31, 2008
Century 21 Real Estate LLC c/o John A. Schwimmer, Esq. Sussman Shank LLP 1000 SW Broadway, Suite 1400 Portland, OR 97205-3089	Franchise Agreements as amended
CIT Technology Financial Services, Inc. PO Box 550599 Jacksonville, FL 32255	Phone System lease for Los Gatos location, contract #901-0017202-000
CIT Technology Financial Services, Inc. PO Box 550599 Jacksonville, FL 32255	Copier lease for Los Gatos location, contract #910-0043634-000
CIT Technology Financial Services, Inc. PO Box 550599 Jacksonville, FL 32255	Copy machine lease for Los Altos location, contract #910-0023719-000.
Dell Financial Services One Dell Way Mail Stop 35B-13 Austin, TX 78762	Computer lease #003-6246279-002. Lease expired and equipment was bought out under purchase option.
Dimension Funding LLC 6 Hughes, Suite 220 Irvine, CA 92618	Agreement for purchase of telephone system following expiration of lease, used in Winchester location.
Fidelity National Title Ins. Co. 2099 Gateway Place, Suite 100 Atten: John Killen San Jose, CA 95110	Sublease at 1700 Winchester Boulevard, Suite 102, Campbell, CA 95008 Debtor is subtenant, in possession of premises Expires: November 30, 2009
Garlic Broadband Atten: Contract Administration P.O. Box 1246 San Martin, CA 95046	Master Service Agreements (2) dated August 1, 2008 to provide Internet broadband and long distance telephone service and related equipment being installed at 1700 Winchester Blvd., Suite 102, Campbell, CA and 5504 Monterey Highway, San Jose, CA locations. Five year term.

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES - AMENDED

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Licensed Real Estate Salespersons 5504 Monterey Road San Jose, CA 95138	The Debtor is a party to approximately 241 independent contractor agreements with licensed real estate salespersons. These agreements are terminable at will by either party and entitle the licensed salespersons to a share of the commission earned by the Debtor as Broker on real estate listings and sales generated by the licensed salesperson. The Debtor is also party to Confidentiality Agreements with all of its current and former licensed real estate salespersons.
Marlin Leasing PO Box 637 Mount Laurel, NJ 08054	Telephone System Lease previously used at McCarthy location, now in storage Expires: March 15, 2009
Olsen Research Group, Inc. 4300 El Camino Real, Suite 101 Los Altos, CA 94022	Sublease of 4300 El Camino Real #101, Los Altos, CA Debtor is sublessor. Sublease terminated July 31, 2008. Subtenant is still in possession under new lease with principal landlord Camino Altos Plaza.
Real Property Management Clients 5504 Monterey Road San Jose, CA 95138	The Debtor is a party to approximately 60 oral and written property management agreements whereby it assists property owners with the leasing of their residential properties, collects rents which are deposited into trust accounts, refunds security deposits and pays expenses.
Santa Barbara Bank & Trust P.O. Box 60607 Santa Barbara, CA 93160-0607	Lease of panels. Believed to be the same as Leaf Financial.
XO Communication 8851 Sandy Parkway Sandy, UT 84070	Service agreements for internet service and related telephone service (Multiple agreements and locations) Expires: April 2009

In re **Alpha Factors**Case No. **08-54475**

Debtor

SCHEDULE H - CODEBTORS - AMENDED

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Charles Patrick Fuery c/o Vahishta Falahati, Esq. Crosby & Rowell LLP 229 Third Street, 2nd Floor Oakland, CA 94607 Co-defendant in J. Marth vs. G. Lauer, Century 21 Alpha et al., Case No. 1-06-CV-075867	Julie L. Marth c/o John B. Keating, Esq. P. O. Box 620622 Redwood City, CA 94062
Daija Zimbrick 5504 Monterey Road San Jose, CA 95138	CA-Pruneyard Limited Partnership c/o Equity Office 1999 South Bascom Avenue, Suite 200 Campbell, CA 95008
Daija Zimbrick 5504 Monterey Road San Jose, CA 95138 possible co-debtor	Bank of America PO Box 15184 Wilmington, DE 19850-5184
Edesa Forslin 1127 Del Oro Way Gilroy, CA 95020 possible co-debtor	Bank of America PO Box 15184 Wilmington, DE 19850-5184
Edward V. Zimbrick 5504 Monterey Road San Jose, CA 95138	Century 21 Real Estate LLC c/o John A. Schwimmer, Esq. Sussman Shank LLP 1000 SW Broadway, Suite 1400 Portland, OR 97205-3089
Edward V. Zimbrick 5504 Monterey Road San Jose, CA 95138	Realty Associates Fund VIII, LP 1900 McCarthy Blvd. Suite 445 Milpitas, CA 95035
Edward V. Zimbrick 5504 Monterey Road San Jose, CA 95138	Landess Institute, LLC PO Box 1805 Cupertino, CA 95015
Edward V. Zimbrick 5504 Monterey Road San Jose, CA 95138	CA-Pruneyard Limited Partnership c/o Equity Office 1999 South Bascom Avenue, Suite 200 Campbell, CA 95008
Edward V. Zimbrick 5504 Monterey Road San Jose, CA 95138	Leaf Financial Corporation 2005 Market Street, 15th Floor Philadelphia, PA 19103

In re **Alpha Factors**

Case No. **08-54475**

Debtor

SCHEDULE H - CODEBTORS - AMENDED

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Edward V. Zimbrick 5504 Monterey Road San Jose, CA 95138	Exchange Bank/Dumac Leasing PO Box 760 Santa Rosa, CA 95402
Edward V. Zimbrick 5504 Monterey Road San Jose, CA 95138	Dell Financial Services One Dell Way Mail Stop 35B-13 Austin, TX 78762
Edward V. Zimbrick 5504 Monterey Road San Jose, CA 95138 possible co-debtor	Bank of America PO Box 15102 Wilmington, DE 19886-5102
Edward V. Zimbrick 5504 Monterey Road San Jose, CA 95138 possible co-debtor	American Express PO Box 0001 Los Angeles, CA 90096
Edward V. Zimbrick 5504 Monterey Road San Jose, CA 95138 possible co-debtor	American Express 2965 W. Corp. Lake Blvd. Fort Lauderdale, FL 33331-3626
Edward V. Zimbrick 5504 Monterey Road San Jose, CA 95138 possible co-debtor	American Express PO Box 0001 Los Angeles, CA 90096
Edward V. Zimbrick 5504 Monterey Road San Jose, CA 95138 possible co-debtor	American Express 2965 W. Corp. Lake Blvd. Fort Lauderdale, FL 33331-3626
Edward V. Zimbrick 5504 Monterey Road San Jose, CA 95138 possible co-debtor	WF Business Direct PO Box 348750 Sacramento, CA 95834
Edward V. Zimbrick 5504 Monterey Road San Jose, CA 95138 possible co-debtor	WF Business Direct PO Box 348750 Sacramento, CA 95834
Edward V. Zimbrick 5504 Monterey Road San Jose, CA 95138 possible co-debtor	Bank of America PO Box 15184 Wilmington, DE 19850-5184

Debtor

SCHEDULE H - CODEBTORS - AMENDED

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Fred Martin c/o Edward McCutchan Ginder Sunderland & Carlosn LLP 412 Aviation Boulevard, Suite D Santa Rosa, CA 95403 Co-defendant in J. Marth vs. G. Lauer, Century 21 Alpha et al., Case No. 1-06-CV-075867	Julie L. Marth c/o John B. Keating, Esq. P. O. Box 620622 Redwood City, CA 94062
Gilbert E. Lauer c/o Ronald Rossi, Esq. Rossi Hammerslough Reischl et al. 1960 The Alameda, Suite 200 San Jose, CA 95126 Co-defendant in J. Marth vs. G. Lauer, Century 21 Alpha et al., Case No. 1-06-CV-075867	Julie L. Marth c/o John B. Keating, Esq. P. O. Box 620622 Redwood City, CA 94062
Joanie Francis c/o Steven W. Dollar Ericksen Arbuthnot Kilduff et al. 152 N. Third Street, Suite 700 San Jose, CA 95112 Co-Defendant/Cross-Complainant in lawsuit brought by Dalton and Corbin.	Diane Renee Lambert & Dianna Hope Lambert c/o David R. Sylva David R. Sylva Law Offices 1960 The Alameda, Suite 204 San Jose, CA 95126
Karen M. Lauer c/o Ronald Rossi, Esq. Rossi Hammerslough Reischl et al. 1960 The Alameda, Suite 200 San Jose, CA 95126 Co-defendant in J. Marth vs. G. Lauer, Century 21 Alpha et al., Case No. 1-06-CV-075867	Julie L. Marth c/o John B. Keating, Esq. P. O. Box 620622 Redwood City, CA 94062
Rhonda Truran 5387 Brenda Avenue San Jose, CA 95124 possible co-debtor	Bank of America PO Box 15184 Wilmington, DE 19850-5184
Rich Robinson c/o Steven W. Dollar Ericksen Arbuthnot Kilduff et al. 152 N. Third Street, Suite 700 San Jose, CA 95112 Co-Defendant/Cross-Complainant in lawsuit brought by Dalton and Corbin.	Diane Renee Lambert & Dianna Hope Lambert c/o David R. Sylva David R. Sylva Law Offices 1960 The Alameda, Suite 204 San Jose, CA 95126
Robert A. Zimbrick 8434 Pastori Way Sacramento, CA 95828 possible co-debtor	Bank of America PO Box 15184 Wilmington, DE 19850-5184

In re **Alpha Factors**

Case No. **08-54475**

Debtor

SCHEDULE H - CODEBTORS - AMENDED

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Stanford Property and Finance c/o Vahishta Falahati, Esq. Crosby & Rowell LLP 229 Third Street, 2nd Floor Oakland, CA 94607 Co-defendant in J. Marth vs. G. Lauer, Century 21 Alpha et al., Case No. 1-06-CV-075867	Julie L. Marth c/o John B. Keating, Esq. P. O. Box 620622 Redwood City, CA 94062
Steven Guy Coulston 5504 Monterey Road San Jose, CA 95138 possible co-debtor	Bank of America PO Box 15184 Wilmington, DE 19850-5184

**United States Bankruptcy Court
Northern District of California**

In re **Alpha Factors**
Debtor(s)

Case No. **08-54475**
Chapter **11**

DECLARATION CONCERNING DEBTOR'S SCHEDULES - AMENDED

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of **25** sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **September 9, 2008**

Signature **/s/ Edward V. Zimbrick**
Edward V. Zimbrick
President

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

United States Bankruptcy Court Northern District of California

In re **Alpha Factors**

Debtor(s)

Case No. **08-54475**Chapter **11**

STATEMENT OF FINANCIAL AFFAIRS - AMENDED

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None

☐ State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$3,003,423.94	2008, Jan - present:
	\$3,003,423.94 Gross
\$5,464,469.14	2007 Ordinary business income
	\$5,464,469.14 Gross
\$8,069,207.58	2006 Ordinary business income
	\$8,069,207.58 Gross

2. Income other than from employment or operation of business

None ☒ State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

3. Payments to creditors

None ☒ *Complete a. or b., as appropriate, and c.*

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
None <input type="checkbox"/> b. <i>Debtor whose debts are not primarily consumer debts:</i> List each payment or other transfer to any creditor made within 90 days immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)			

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
BZ Services	5/29/08 - \$3,000 6/20/08 - \$3,000	\$6,000.00	\$0.00
Fidelity National Title Ins. Co. 1700 Winchester Blvd., Suite 102 Campbell, CA 95008	5/27/08 - \$6,368 6/24/08 - \$6,368 7/21/08 - \$6,368	\$19,104.00	\$0.00
Opticom Corporation (sign posts)	6/10/08 - \$2,509.50 7/7/08 - \$2,203.04 8/6/08 - \$2,031	\$6,743.54	\$0.00
Ikon Financial Services	6/12/08 - \$6,098.30	\$6,098.30	\$0.00
PG&E	5/27/08 - \$345.80 5/29/08 - \$185.28 6/9/08 - \$1,690.86 6/23/08 - \$231.65 7/3/08 - \$1,993.89 7/21/08 - \$201.53 8/4/08 - \$ 2,165.66	\$6,814.67	\$0.00
PK II Hold, LLC	5/27/08 - \$28,108.85 5/27/08 - \$1,121.26 5/28/08 - \$34,439.88 6/2/08 - \$1,197.40 6/3/08 - \$9,439.88 6/24/08 - \$34,439.88 7/21/08 - \$1,021.16 7/23/08 - \$1,202.24	\$145,410.43	\$0.00
XO Communication 8851 Sandy Parkway Sandy, UT 84070	5/19/08 - \$1,337.65 6/24/08 - \$6,212.76 7/14/08 - \$ 2,052.41 7/14/08 - \$2,753.89	\$12,356.71	\$14,237.28

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Garlic Broadband Services P.O. Box 1246 San Martin, CA 95046	8/1/2008	\$7,027.00	\$0.00
Camino Altos Plaza, Inc. c/o Arnell Enterprises, Inc. Attn: Roger W. Burnell, President One Eleven Main Street, Suite 7 Los Altos, CA 94022	7/1/08 setoff of security deposit \$10,000 7/28/08 sale of furniture and telephone system by setoff of \$7,594.50	\$17,594.50	\$56,268.93

None ☐ c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
Edward V. Zimbrick 5504 Monterey Road San Jose, CA 95138 President, Sole Shareholder	Draws 1/8/08 - 7/29/08- \$61,311.98 Health insurance: \$7,161.60	\$68,473.58	\$2,633,710.82

4. Suits and administrative proceedings, executions, garnishments and attachments

None ☐ a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Debtor vs. Century 21 Real Estate LLC; Case No. C08- 01408-RS (removed action)	Complaint for breach of franchise agreement, fraud, rescission, unfair business practices.	Northern District of California, San Jose Division	Settled and dismissed 8-14-08.
J. Marth vs. G. Lauer, et al Case No.: 1-06-CV-075867	Fraud	Santa Clara County Superior Court, San Jose, CA	Pending, in mediation. Motion for non-suit granted 8-29-08 by mediator.
M. Ortiz vs. I. Camacho, et al Case No. 1-07-CV-082660	Property	Santa Clara County Superior Court San Jose, CA	Settled 1/8/2008
R. Barta, et al vs. Alpha Factors, et al. Case No. 4-07-SC-023958	Small Claims, Money	Santa Clara County Superior Court San Jose, CA	Judgment Debtor June 2008
CA-Pruneyard Limited Partnership vs. Alpha Factors; Case No. 108-CV- 103973.	Unlawful Detainer	Santa Clara County Superior Court San Jose, CA	Dismissed
Alpha Factors dba Century 21 Alpha, Edward Zimbrick and Daija Zimbrick vs. CA- Pruneyard Limited Partnership, Equity Office, et al.; Case No. 108-CV-105170	Complaint for breach of contract, fraud, misrepresentation, and rescission. Cross- Complaint for rent, enforcement of guaranty	Santa Clara County Superior Court San Jose, CA	Pending
Y. Slusser vs. G. Jones Case No. 1-01-CV-802146	Contract	Santa Clara County Superior Court San Jose, CA	Favorable arbitration award, dismissed

CAPTION OF SUIT AND CASE NUMBER Corbin and Dalton v. Century 21 Alpha, et al Case No. H029678 (6th Appellate District) Case No. 1-03-CV-011268 (Santa Clara Superior Court)	NATURE OF PROCEEDING Real Property	COURT OR AGENCY AND LOCATION 6th District Court of Appeals and Santa Clara County Superior Court, San Jose, CA	STATUS OR DISPOSITION Judgment/Vedict. Case appealed and fees and costs reconsidered. Debtor filed a notice of appeal.
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None ☐ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

None ☐ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and receiverships

None ☐ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
------------------------------	-----------------------	-----------------------------------

None ☐ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

None ☐ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. Losses

- None ☒ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case.** (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
--------------------------------------	--	--------------

9. Payments related to debt counseling or bankruptcy

- None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Binder & Malter, LLP 2775 Park Avenue San Jose, CA 95150	May 28, 2008: \$15,000; July 10, 2008: \$8,823.05; July 30, 2008: \$25,000; August 5, 2008: \$3,731.50 August 15, 2008: \$10,000; August 15, 2008: \$8,347.36 (includes \$1,039 Chapter 11 filing fee).	\$70,901.91 for financial analysis including review of secured debt; review, advice and settlement of various leases with landlords and financial institutions; assist in surrender of leases; review and settlement of Century 21 franchise agreement and litigation; review of state court and district court litigation and communications with counsel; and provide alternative options to bankruptcy and explain the impact of same to Debtor.
Binder & Malter, LLP 2775 Park Avenue San Jose, CA 95150	July 25, 2008	\$116,652.64 for Chapter 11 Retainer. (Original amount received was \$125,000 which was reduced by the \$8,347.36 mentioned above).

10. Other transfers

- None ☐ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
Camino Altos Plaza One Eleven Main Street, Suite 7 Los Altos, CA 94022	July, 2008	See Setoffs in #13 below.

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
Olson Research Group, Inc. 4300 El Camino Real Suite 101 Los Altos, CA 94022	July, 2008	Debtor setoff security deposit it held from this subtenant of \$17,500 against rental arrears owed to Debtor under sublease \$30,376. Balance of \$12,876 remains a receivable owed to Debtor.
Century 21 Real Estate LLC c/o John A. Schwimmer, Esq. Sussman Shank LLP 1000 SW Broadway, Suite 1400 Portland, OR 97205-3089 Franchisor	August 14, 2008	Debtor settled litigation with franchisor Century 21 Real Estate LLC through amended franchise agreements which also included dismissal of Debtor's litigation claims against franchisor and release of franchisor's claims for outstanding royalties owed by Debtor. Agreement is subject to assumption by Debtor as part of a plan of reorganization.
Alternative Office Solutions 1685 S. 7th Street San Jose, CA 95112 None	Approx. May 19, 2008	Removed all used office furnishings from 1900 McCarthy Boulevard, Suite 400, Milpitas, CA after Debtor received 3 day notice from landlord. The used office furnishings were exchanged for the cost of disassembly and removal. Value, if any, of used office furnishings approx. 4 years or older was \$1 or less.

None ☐ b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

None ☐ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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12. Safe deposit boxes

None ☐ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

- None ☐ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
Camino Altos Plaza One Eleven Main Street, Suite 7 Los Altos, CA 94022	7/1/08 - \$10,000 security deposit setoff against rental arrears. 7/28/08 - Sold \$7,594.50 of office furniture and telephone system to landlord. Amount setoff against rental arrears.	\$17,594.50
Century 21 Real Estate LLC c/o John A. Schwimmer, Esq. Sussman Shank LLP 1000 SW Broadway, Suite 1400 Portland, OR 97205-3089	8/14/08 - Settlement agreement to forego claims against one another and move forward with amended franchise agreements along with their addendums.	Unknown

14. Property held for another person

- None ☐ List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
Various Property Management Clients various	Trust account for security deposits held on behalf of various property management clients of the Debtor. The Debtor deposits security deposits from tenants of its property management clients into this account and makes refunds from this account. Last four digits of account no. are 2856. Value on date of bankruptcy approximately \$142,789.00.	Comerica Bank 1245 S. Winchester Blvd. San Jose, CA 95128
Various Property Management Clients various	Trust account for various property management clients of the Debtor. This account is used to deposit rents collected and to pay the mortgage holders, repair persons, utilities and for excess rents received on behalf of the property owners. Last four digits of account no. are 8127. Value on date of bankruptcy approximately \$39,133.23.	Comerica Bank 1245 S. Winchester Blvd. San Jose, CA 95128

15. Prior address of debtor

- None ☐ If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
647 N. Santa Cruz Ave. Los Gatos, CA 95030	Alpha Factors	Vacated prior to filing of petition
1900 McCarthy Blvd., Suites 400 and 412 Milpitas, CA	Alpha Factors dba Century 21 Alpha	11/10/2003 - 6/3/2008
3078 Landess Avenue San Jose, CA 95132	Edward V. Zimbrick dba Century 21 Alpha	9/1/2000; possession returned pre-petition

ADDRESS	NAME USED	DATES OF OCCUPANCY
4300 El Camino Real, Suite 101 Los Altos, CA	Alpha Factors dba Century 21 Alpha	8/1/2005; possession returned pre-petition, subtenant still in possession
1901 S. Bascom Avenue, Suite 500 and 110 Campbell, CA	Alpha Factors dba Century 21 Alpha	2/1/2003 - 2/6/2008
260 Los Gatos-Saratoga Road, Los Gatos, CA 95030	Alpha Factors	Through approximately September, 2006

16. Spouses and Former Spouses

None ☐ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None ☐ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None ☐ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None ☐ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18 . Nature, location and name of business

None

- ☒ a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
NAME				

None

- ☒ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

None

- ☐ a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
Ruzzo Sholl & Murphy 2323 South Bascom Avenue Campbell, CA 95008-4310	1976 - present
Alpha Factors, Attn: Edward Zimbrick 5504 Monterey Road San Jose, CA 95138	1976 - present

None

- ☒ b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
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None

- ☐ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
Ruzzo Scholl & Murphy	2323 South Bascom Avenue Campbell, CA 95008-4310

NAME
Alpha Factors atten: Edward Zimbrick

ADDRESS
5504 Monterey Road
San Jose, CA 95138

None ☐ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS
Equity Office
1740 Technology Drive, Suite 500
San Jose, CA 95110

DATE ISSUED

20. Inventories

None ☐ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
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None ☐ b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
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21 . Current Partners, Officers, Directors and Shareholders

None ☐ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
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None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Edward V. Zimbrick	President	100%

22 . Former partners, officers, directors and shareholders

None ☐ a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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None ☐ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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23 . Withdrawals from a partnership or distributions by a corporation

- None ☐ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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24. Tax Consolidation Group.

- None ☐ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
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25. Pension Funds.

- None ☐ If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
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DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date September 9, 2008

Signature /s/ Edward V. Zimbrick
Edward V. Zimbrick
President

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

**United States Bankruptcy Court
Northern District of California**

In re **Alpha Factors**

Debtor(s)

Case No. **08-54475**

Chapter **11**

CREDITOR MATRIX COVER SHEET - AMENDED

I declare that the attached Creditor Mailing Matrix, consisting of 7 sheets, contains the correct, complete and current names and addresses of all priority, secured and unsecured creditors listed in debtor's filing and that this matrix conforms with the Clerk's promulgated requirements.

Date: **September 9, 2008**

/s/ Heinz Binder

Signature of Attorney
Heinz Binder #87908
Binder & Malter, LLP
2775 Park Avenue
Santa Clara, CA 95050
(408) 295-1700 Fax: (408) 295-1531

Advanta Bank Corp.
PO Box 307115
Salt Lake City, UT 84130-0715

American Express
PO Box 0001
Los Angeles, CA 90096

American Express
2965 W. Corp. Lake Blvd.
Fort Lauderdale, FL 33331-3626

Bank of America
PO Box 15102
Wilmington, DE 19886-5102

Bank of America
PO Box 26078
Greensboro, NC 27420

Bank of America
PO Box 15184
Wilmington, DE 19850-5184

Camino Altos Plaza
One Eleven Main Street, Suite 7
Los Altos, CA 94022

Camino Altos Plaza, Inc.
c/o Arnell Enterprises, Inc.
Attn: Roger W. Burnell, President
One Eleven Main Street, Suite 7
Los Altos, CA 94022

Century 21 Real Estate Corp.
Attn: Lynett J. Carhart-Gladdis, Esq.
Senior Vice President - Legal
1 Campus Drive
Parsippany, NJ 07054

Century 21 Real Estate LLC
c/o John A. Schwimmer, Esq.
Sussman Shank LLP
1000 SW Broadway, Suite 1400
Portland, OR 97205-3089

Charles Patrick Fuery
c/o Vahishta Falahati, Esq.
Crosby & Rowell LLP
229 Third Street, 2nd Floor
Oakland, CA 94607

Chase
PO Box 15298
Wilmington, DE 19850-5298

CIGA
Attn: Nancy Shoffner
P.O. Box 29066
Glendale, CA 91209-9066

CIGA Coverage Counsel
Fred Hall, Esq.
Black, Compean & Hall
445 S. Figueora Street, #2800
Los Angeles, CA 90071

CIT Technology Financial Services, Inc.
PO Box 550599
Jacksonville, FL 32255

Daija Zimbrick
5504 Monterey Road
San Jose, CA 95138

Diane Renee Lambert & Dianna Hope Lambert
c/o David R. Sylva
David R. Sylva Law Offices
1960 The Alameda, Suite 204
San Jose, CA 95126

Dimension Funding
6 Hughes, Suite 220
Irvine, CA 92618

Edesa Forslin
1127 Del Oro Way
Gilroy, CA 95020

Edward V. Zimbrick
5504 Monterey Road
San Jose, CA 95138

Exchange Bank/Dumac Leasing
PO Box 760
Santa Rosa, CA 95402

Fidelity National Title Ins. Co.
2099 Gateway Place, Suite 100
Attn: John Killen
San Jose, CA 95110

First Franklin Financial Corporation
Attn: Joe McKone
2150 North First Street, Suite 600
San Jose, CA 95131

Forman Holt Eliades & Ravin, LLC
Attn: Daniel M. Eliades
80 Route 4 East
Paramus, NJ 07652

Fred Martin
c/o Edward McCutchan
Ginder Sunderland & Carlosn LLP
412 Aviation Boulevard, Suite D
Santa Rosa, CA 95403

Garlic Broadband
Atten: Contract Administration
P.O. Box 1246
San Martin, CA 95046

Gilbert E. Lauer
c/o Ronald Rossi, Esq.
Rossi Hammerslough Reischl et al.
1960 The Alameda, Suite 200
San Jose, CA 95126

GMAC Mortgage LLC
500 Enterprise Road
Horsham, PA 19044

GMAC Mortgage, LLC
1901 Bascom Avenue, Suite 110
Campbell, CA 95008

Joanie Francis
c/o Steven W. Dollar
Ericksen Arbuthnot Kilduff et al.
152 N. Third Street, Suite 700
San Jose, CA 95112

Julie L. Marth
c/o John B. Keating, Esq.
P. O. Box 620622
Redwood City, CA 94062

Karen M. Lauer
c/o Ronald Rossi, Esq.
Rossi Hammerslough Reischl et al.
1960 The Alameda, Suite 200
San Jose, CA 95126

Kimco Realty Corp.
1621 B South Melrose Drive
Vista, CA 92081

Landess Institute LLC
c/o Stephen Pahl
Pahl & McKay
225 Santa Clara St., Suite 1500
San Jose, CA 95113

Landess Institute, LLC
PO Box 1805
Cupertino, CA 95015

Marlin Leasing
PO Box 637
Mount Laurel, NJ 08054

Menlo Management
1010 El Camino Real, Suite 210
Menlo Park, CA 94025

Monterey Plaza LP
c/o Gerry C. Schmelter
Blackmar, Principe & Schmelter
600 B Street, Suite 2250
San Diego, CA 92101

Pretzer Partnership
1905 Park Avenue, Suite 200
San Jose, CA 95126

Prudential California Realty
3078 Landess Avenue
San Jose, CA 95132

Rhonda Truran
5387 Brenda Avenue
San Jose, CA 95124

Rich Robinson
c/o Steven W. Dollar
Ericksen Arbuthnot Kilduff et al.
152 N. Third Street, Suite 700
San Jose, CA 95112

Robert A. Zimbrick
8434 Pastori Way
Sacramento, CA 95828

Rossi, Hamerslough, Reischl & Chuck
1960 The Alameda
San Jose, CA 95126

Stanford Property and Finance
c/o Vahishta Falahati, Esq.
Crosby & Rowell LLP
229 Third Street, 2nd Floor
Oakland, CA 94607

Steven Guy Coulston
5504 Monterey Road
San Jose, CA 95138

Steven W. Dollar
Ericksen, Arbuthnot, Kilduff, Day, et al
152 North Third Street, Suite 700
San Jose, CA 95112

Vera Dalton & William Corbin
c/o Susan Reischl
Rossi, Hamerslough, Reischl & Chuck
1960 The Alameda
San Jose, CA 95126

WF Business Direct
PO Box 348750
Sacramento, CA 95834